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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
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**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C.  
§ 1746 REGARDING DEBTORS' NINTH OMNIBUS OBJECTION TO  
PROOFS OF CLAIM (RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On September 26, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Ninth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)* (ECF No. 5236) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for October 16, 2019, at 4:00 p.m. (Prevailing Eastern Time).<sup>2</sup> The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** (the "**Reclassified Claims**") to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

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<sup>2</sup> Notwithstanding the Response Deadline, the Debtors accepted as timely any response filed and served by October 23, 2019 at 4:00 p.m. (Prevailing Eastern Time).

4. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: November 8, 2019  
New York, New York

/s/ Garrett A. Fail  
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and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**ORDER GRANTING DEBTORS' NINTH OMNIBUS OBJECTION TO PROOFS OF  
CLAIM (RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

Upon the *Debtors' Ninth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)*, filed September 26, 2019 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) reclassifying the asserted administrative expense, priority, or secured amounts of the Reclassified Claims, and (ii) granting related relief , as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) (the “**Claims Procedures Order**”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and it appearing that other or further notice need be provided; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The relief requested in the Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each of the claims listed on **Exhibit 1** annexed hereto reclassified as a general unsecured claim to the extent set forth on **Exhibit 1**.
3. Nothing herein shall constitute an admission or finding concerning the amount or validity of any of the Reclassified Claims.
4. The rights of the Debtors to assert further objections to the Reclassified Claims, in whole or in part, and on any basis, are fully preserved.

5. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to any claim referenced or identified in the Objection that is not listed on **Exhibit 1**.

6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2019  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**



Debtors' Ninth Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of 503(b)(9) and Administrative Claims to be Reclassified*							
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Asserted Administrative Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	2401 South Stemmons, LLC	5650	Sears Holdings Management Corporation	\$13,833.32		\$13,833.32	The Claim does not relate to the receipt of "goods".
2.	310 Carolina St LLC	5071	California Builder Appliances, Inc.	\$11,928.05		\$11,928.05	The Claim does not relate to the receipt of "goods".
3.	ADRIAN CITY SUMMER	14404	Sears Holdings Corporation	\$13,170.17		\$13,170.17	The Claim does not relate to the receipt of "goods".
4.	CURA, LAURIE	12705	Sears Holdings Corporation		Unliquidated	Entire Claim	The Claim relates to prepetition period.
7.	Forklifts ETC	15134	Sears Holdings Corporation	\$1,962.70		\$1,962.70	The Claim does not relate to the receipt of "goods".
8.	FULLER, CONNIE	11348	Sears Holdings Corporation	\$1,314.09		\$1,314.09	The Claim does not relate to the receipt of "goods".
9.	IZUO BROTHERS LTD	16376	Sears Holdings Corporation	\$1,727.35		\$1,727.35	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
10.	J & M SALES CO INC (A GALLO & CO. LLC)	12731	Kmart Corporation	\$128.07		\$128.07	The Claim does not relate to the receipt of "goods".
11.	Kidway Inc.	3881	Sears Holdings Corporation	\$11,250.00		\$11,250.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
12.	KRAUSE WATCH CO.	1477	Sears Holdings Corporation	\$8,164.00		\$8,164.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
13.	LBG Distribution, Inc.	2805	Sears Home & Business Franchises, Inc.	\$7,229.14		\$7,229.14	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
14.	Lux-Bed	4889	Sears Holdings Corporation	\$549.71		\$549.71	The Claim does not relate to the receipt of "goods".
15.	MAYO, LOUISE H.	18293	Sears Holdings Corporation	Unliquidated		Entire Claim	The Claim does not relate to the receipt of "goods".
16.	Mays, Charnelle L	10688	Sears Holdings Corporation	\$47,000.00		\$47,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
17.	MCCOWAN, BETTY	14933	Sears Holdings Corporation	\$4,000.00		\$4,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
18.	McCullen, Alicia K.	6694	Sears Holdings Corporation	\$57.80		\$57.80	The Claim does not relate to the receipt of "goods".
19.	MCGRAW, THEODORE & MARJORIE	10305	Sears Holdings Corporation	Unliquidated		Entire Claim	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
21.	Mead Johnson Nutrition (Puerto Rico) INC	6556	Sears Holdings Corporation	\$7,888.21		\$7,888.21	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
22.	Melissa, Coy	10440	Sears Holdings Corporation	\$299.99		\$299.99	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
23.	MELTON, KORY	14527	Sears Holdings Corporation	\$800.00		\$800.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
24.	MINTER, JONIE	14078	Sears Home Improvement Products,	\$5,000.00		\$5,000.00	The Claim does not relate to the receipt of "goods".
25.	Mitsuyuki, Stanley	10052	Sears Holdings Corporation	\$36.65		\$36.65	The Claim does not relate to the receipt of "goods".
26.	MONROE, BARBARA	11535	Sears Home Improvement Products,	\$3,706.73		\$3,706.73	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Ninth Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) and Administrative Claims to be Reclassified*							
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Asserted Administrative Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
27.	MORGAN, ERICA	11003	Sears Holdings Corporation	\$2,700.00		\$2,700.00	The Claim does not relate to the receipt of "goods".
29.	ODOM, QUANTINA	11600	Sears Home Improvement Products,	\$10,518.42		\$10,518.42	The Claim does not relate to the receipt of "goods".
30.	Otaguro, Kelvin	11582	Sears Holdings Corporation	\$346.81		\$346.81	The Claim does not relate to the receipt of "goods".
31.	Pacheco Suarez, Edlyn C	12636	Kmart Corporation	\$10.41		\$10.41	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
32.	Palacios, Yacleyda	13082	Sears Holdings Corporation	Unliquidated		Entire Claim	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
33.	PAUL, CURTES	11618	Sears Holdings Corporation	\$6,000.00		\$6,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
34.	POKE, SABRINA J.	13230	Sears Holdings Corporation	Unliquidated		Entire Claim	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
35.	Quality Parking Lot Services	4759	Sears Holdings Corporation	\$1,429.32		\$1,429.32	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
36.	Randolph, Debra	12678	Sears Holdings Corporation	\$5,000.00		\$5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
37.	Reyes Jr, Rodrigo	14208	Sears Holdings Corporation	\$2,101.53		\$2,101.53	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
38.	RIFE, JENNIFER	12550	Kmart Corporation	\$15.00		\$15.00	The Claim does not relate to the receipt of "goods".
41.	ROBERTS, CHRISTINA	10880	Sears Holdings Corporation	Unliquidated		Entire Claim	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
42.	ROBINS, DESHONA O.	17725	Sears Holdings Corporation	\$43,592.91		\$43,592.91	The Claim does not relate to the receipt of "goods".
43.	ROMERO, ADELA	11529	Sears Holdings Corporation	\$15,000.00		\$15,000.00	The Claim does not relate to the receipt of "goods".
44.	RYAN, JANE	11738	Sears Holdings Corporation	\$29,602.77		\$29,602.77	The Claim does not relate to the receipt of "goods".
45.	SAMI, MARIA	14320	Sears Holdings Corporation	\$2,900.00		\$2,900.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
46.	SELIG ENTERPRISES, INC.	16277	Kmart Corporation	\$114,804.53		\$114,804.53	The Claim does not relate to the receipt of "goods".
47.	Smith III, Terry Rexall	10234	Sears Holdings Corporation	Unliquidated		Entire Claim	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
48.	Southwest Sign Group, Inc.	16578	Sears Holdings Management Corporation	\$371,576.16		\$371,576.16	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
49.	SWB LDG	10942	Sears Holdings Corporation	\$10,000.00		\$10,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
50.	Tellez, Gabriel	12558	Sears Home Improvement Products,	\$2,990.00		\$2,990.00	The Claim does not relate to the receipt of "goods".
51.	The State News, Inc. a non-profit company	8697	Sears Holdings Corporation	\$16,000.00		\$16,000.00	The Claim does not relate to the receipt of "goods".
52.	Toma, Jean	8523	Sears Holdings Corporation	\$12.98		\$12.98	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Ninth Omnibus Objection to Claims  
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, *et al.*  
Case No. 18-23538 (RDD)

Schedule of 503(b)(9) and Administrative Claims to be Reclassified*							
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Asserted Administrative Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
53.	TRAWICK, SARAH	12938	Kmart Holding Corporation	\$1,300.00		\$1,300.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
54.	Valassis Direct Mail, Inc	7911	Sears, Roebuck and Co.	\$3,858.37		\$3,858.37	The Claim does not relate to the receipt of "goods".
55.	VILLEGAS, VAN	13567	Sears Home Improvement Products,	\$7,500.00		\$7,500.00	The Claim does not relate to the receipt of "goods".
56.	WASHINGTON, MARY	9904	Sears Home Improvement Products,	\$14,282.31		\$14,282.31	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.